

**AMENDMENTS TO THE CLAIMS**

Please cancel claims 1-101 (without prejudice or disclaimer) and add claims 102-130, as indicated below. A complete listing of claims pending in the application following entry of this Amendment are presented as follows:

1-101. (Cancelled)

102. (New) An article of footwear having an upper and a sole structure, the upper comprising:  
an exterior layer forming at least a portion of an exterior of the upper, the exterior layer including a plurality of incisions that extend through the exterior layer; and  
an interior layer located adjacent at least a portion of an inner surface of the exterior layer, the interior layer being exposed through at least a portion of the incisions, the interior layer forming at least a portion of an interior surface of the upper throughout a longitudinal length of the footwear, and the interior layer forming both the interior surface and an exterior surface of the upper in a heel region of the upper,

wherein a first portion of the incisions are oriented to provide stretch in a direction that extends between a medial side and a lateral side of the upper, and a second portion of the incisions are positioned adjacent the medial side and in a forefoot region of the upper.

103. (New) The article of footwear recited in claim 102, wherein the first portion of the incisions are oriented perpendicular to the second portion of the incisions.

104. (New) The article of footwear recited in claim 102, wherein the first portion of the incisions are oriented longitudinally with respect to the footwear, and the second portion of the incisions are oriented laterally with respect to the footwear.

105. (New) The article of footwear recited in claim 102, wherein at least a portion of the incisions form a plurality of lines on the upper, and the incisions in adjacent lines are offset from each other.

106. (New) The article of footwear recited in claim 102, wherein the sole structure includes a plurality of sipes that extend upward into the sole structure.

107. (New) The article of footwear recited in claim 106, wherein the sipes include:  
a first sipe that extends longitudinally through at least a portion of the sole structure; and  
a second sipe that extends laterally.

108. (New) The article of footwear recited in claim 106, wherein the sipes include:  
a first sipe that extends longitudinally through an entire length of the sole structure;  
a second sipe that extends longitudinally through only a portion of the length of the sole structure; and  
at least one third sipe that extends laterally.

109. (New) The article of footwear recited in claim 108, wherein a width of the third sipe is greater than a width of the first sipe and the second sipe.

110. (New) The article of footwear recited in claim 106, wherein the sipes define a plurality of sole elements that extend downward from a connecting portion.

111. (New) The article of footwear recited in claim 110, wherein a thickness of the connecting portion varies longitudinally.

112. (New) The article of footwear recited in claim 110, wherein the connecting portion has a first thickness in a forefoot region of the footwear, the connecting portion has a second thickness in a midfoot region of the footwear, and the connecting portion has a third thickness in a heel region of the footwear, the first and third thicknesses being less than the second thickness.

113. (New) The article of footwear recited in claim 110, wherein the sole structure has a first overall thickness in a forefoot region of the footwear, and the sole structure has a second overall thickness in a heel region of the footwear, the first overall thickness being less than the second overall thickness.

114. (New) The article of footwear recited in claim 106, wherein at least a portion of the sole structure is formed through a molding process that includes a mold with blades for forming the sipes.

115. (New) The article of footwear recited in claim 114, wherein the molding process is selected from a group consisting of injection molding, pouring, and compression molding.

116. (New) An article of footwear comprising:

an upper formed from at least one material layer that includes a plurality of linear incisions, the upper having lesser stretch in a first direction that corresponds with an orientation of the incisions, and the upper having greater stretch in a second direction that is orthogonal to the first direction, the at least one material layer including an exterior layer and an interior layer, the exterior layer including the incisions, the interior layer forming at least a portion of an interior surface of the upper throughout a longitudinal length of the footwear, and the interior layer forming both the interior surface and an exterior surface of the upper in a heel region of the upper; and

a sole structure at least partially formed from a polymer foam material, the sole structure including a plurality of sipes that extend into the polymer foam material and form flexion lines in the sole structure, the sipes defining a plurality of discrete sole elements that are separated by the sipes.

117. (New) The article of footwear recited in claim 116, wherein at least a portion of a heel region of the upper is formed from only the interior layer.

118. (New) The article of footwear recited in claim 116 wherein a first group of the incisions extend in a longitudinal direction that corresponds with a direction between a forefoot region and a heel region of the footwear, and a second group of the incisions extend in a lateral direction that corresponds with a direction between a medial side and a lateral side of the footwear.

119. (New) The article of footwear recited in claim 118, wherein the second group of the incisions are positioned in the forefoot region and adjacent a medial side of the upper.

120. (New) The article of footwear recited in claim 116, wherein the sipes include:

- a first sipe oriented in a longitudinal direction with respect to the footwear, the first sipe extending through at least a portion of length of the sole structure; and
- a plurality of second sipes that extend laterally from the medial side to the lateral side of the sole structure.

121. (New) The article of footwear recited in claim 116, wherein the sipes include:

- a first sipe oriented in a longitudinal direction with respect to the footwear, the first sipe extending through an entire length of the sole structure, the first sipe being spaced inward from a lateral side of the sole structure in at least a forefoot region of the footwear, and the first sipe being approximately centered between the lateral side and a medial side of the sole structure in a heel region of the footwear;
- a second sipe that extends in the longitudinal direction, the second sipe extending through only a portion of the length of the sole structure; and
- a plurality of third sipes that extend laterally from the medial side to the lateral side of the sole structure.

122. (New) An article of footwear having an upper and a sole structure, the upper comprising:

- an exterior layer forming at least a portion of an exterior of the upper, the exterior layer including a plurality of incisions that extend through the exterior layer, the incisions being formed through a laser-etching process; and
- an interior layer located adjacent at least a portion of an inner surface of the exterior layer, the interior layer being unsecured to the exterior layer in areas that are proximal to the incisions, and the interior layer being exposed through at least a portion of the incisions, the interior layer forming at least a portion of an interior surface of the upper throughout a longitudinal length of the footwear, and the interior layer forming both the interior surface and an exterior surface of the upper in a heel region of the upper.

123. (New) The article of footwear recited in claim 122, wherein a first portion of the incisions are oriented to provide stretch in a direction that extends between a medial side and a lateral side of the upper, and a second portion of the incisions are positioned adjacent the medial side and in a forefoot region of the upper.

124. (New) The article of footwear recited in claim 122, wherein the first portion of the incisions are oriented perpendicular to the second portion of the incisions.

125. (New) The article of footwear recited in claim 122, wherein the first portion of the incisions are oriented longitudinally with respect to the footwear, and the second portion of the incisions are oriented laterally with respect to the footwear.

126. (New) The article of footwear recited in claim 122, wherein at least a portion of the incisions form a plurality of lines on the upper, and the incisions in adjacent lines are offset from each other.

127. (New) An article of footwear having an upper and a sole structure, the sole structure comprising:

- a connecting portion positioned adjacent the upper;

- a plurality of discrete sole elements extending downward from the connecting portion, the sole elements being separated by a plurality of sipes that extend upward into the sole structure; and

- an insole having a plurality of flexion lines that correspond with positions of at least a portion of the sipes, the flexion lines being defined in a lower surface of the insole,

wherein the sipes and the flexion lines include:

- a first sipe and a first flexion line that extends longitudinally through substantially an entire length of the sole structure;

- a second sipe and a second flexion line that extends longitudinally through only a portion of the length of the sole structure; and

a plurality of third sipes and third flexion lines that extend laterally from a medial side to a lateral side of the sole structure.

128. (New) The article of footwear recited in claim 127, wherein a width of at least one of the third sipes is greater than a width of the first sipe and the second sipe.

129. (New) The article of footwear recited in claim 127, wherein the flexion lines are defined in a lower surface of the insole.

130. (New) The article of footwear recited in claim 127, wherein a thickness of the connecting portion varies longitudinally.